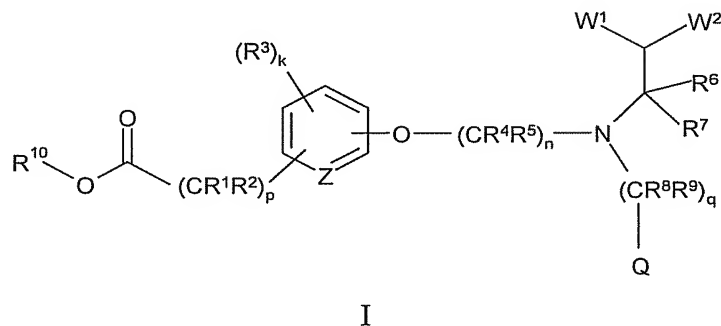


Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

1. (Currently amended): A compound of Formula I:



wherein:

Z is CH or CR³; wherein k is 0-4;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is C₃-C₈ cycloalkyl or phenyl; wherein said C₃-C₈ cycloalkyl, or phenyl are optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-CO₂R¹¹, -C₀-C₆ alkyl-C(O)SR¹¹, -C₀-C₆ alkyl-CONR¹²R¹³, -C₀-C₆ alkyl-COR¹⁴, -C₀-C₆ alkyl-NR¹²R¹³, -C₀-C₆ alkyl-SR¹¹, -C₀-C₆ alkyl-OR¹¹, -C₀-C₆ alkyl-SO₃H, -C₀-C₆ alkyl-SO₂NR¹²R¹³, -C₀-C₆ alkyl-SO₂R¹¹, -C₀-C₆ alkyl-SOR¹⁴, -C₀-C₆ alkyl-OCOR¹⁴, -C₀-C₆ alkyl-OC(O)NR¹²R¹³, -C₀-C₆ alkyl-OC(O)OR¹⁴, -C₀-C₆ alkyl-NR¹²C(O)OR¹⁴, -C₀-C₆ alkyl-NR¹²C(O)NR¹²R¹³, and -C₀-C₆ alkyl-NR¹²COR¹⁴, where said C₁-C₆ alkyl is optionally unsubstituted or substituted by one or more halo substituents;

W¹ and W² are each independently C₃-C₈ cycloalkyl or aryl;

each R¹ and R² is independently selected from H, C₁-C₆ alkyl, -OH, -O-C₁-C₆ alkyl, -SH, and -S-C₁-C₆ alkyl;

each R³ is the same or different and is independently selected from halo, cyano, nitro, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, -C₀-C₆ alkyl-C₃-C₇ cycloalkyl,

-C₀-C₆ alkyl-CO₂R¹¹, -C₀-C₆ alkyl-C(O)SR¹¹, -C₀-C₆ alkyl-CONR¹²R¹³, -C₀-C₆ alkyl-COR¹⁴,
-C₀-C₆ alkyl-NR¹²R¹³, -C₀-C₆ alkyl-SR¹¹, -C₀-C₆ alkyl-OR¹¹, -C₀-C₆ alkyl-SO₃H,
-C₀-C₆ alkyl-SO₂NR¹²R¹³, -C₀-C₆ alkyl-SO₂R¹¹, -C₀-C₆ alkyl-SOR¹⁴, -C₀-C₆ alkyl-OCOR¹⁴,
-C₀-C₆ alkyl-OC(O)NR¹²R¹³, -C₀-C₆ alkyl-OC(O)OR¹⁴, -C₀-C₆ alkyl-NR¹²C(O)OR¹⁴,
-C₀-C₆ alkyl-NR¹²C(O)NR¹²R¹³, and -C₀-C₆ alkyl-NR¹²COR¹⁴, wherein said C₁-C₆ alkyl is
optionally unsubstituted or substituted by one or more halo substituents;

each R⁴ and R⁵ is independently H or C₁-C₄ alkyl;

R⁶ and R⁷ are each independently H or C₁-C₄ alkyl;

R⁸ and R⁹ are each independently H or C₁-C₄ alkyl;

R¹⁰ is H, C₁-C₈ alkyl, C₃-C₈ alkenyl, C₃-C₈ alkynyl, -C₀-C₆ alkyl-Ar, or
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

R¹¹ is H, C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, or
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

each R¹² and each R¹³ are independently selected from H, C₁-C₆ alkyl, C₃-C₆ alkenyl,
C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, and -C₀-C₆ alkyl-C₃-C₇ cycloalkyl; and

R¹⁴ is C₁-C₆ alkyl, C₃-C₆ alkenyl, C₃-C₆ alkynyl, -C₀-C₆ alkyl-Ar, or
-C₀-C₆ alkyl-C₃-C₇ cycloalkyl;

provided that R¹⁰ is not H or methyl when p is 1 and R¹ and R² are each H, k is 0, n is
3 and each R⁴ and R⁵ are H, q is 1 and R⁸ and R⁹ are each H, Q is unsubstituted phenyl or
4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R⁶ and R⁷ are each H, W¹ is
unsubstituted phenyl and W² is unsubstituted phenyl or unsubstituted cyclohexyl;

or a pharmaceutically acceptable salt [[or hydrate]] thereof.

2. (Original): The compound according to claim 1, wherein p is 0 or 1.

3. (Previously presented): The compound according to claim 1, wherein R¹ and R²
are each H, or one of R¹ or R² is H and the other of R¹ or R² is C₁-C₄ alkyl or both R¹ and R²
are C₁-C₃ alkyl.

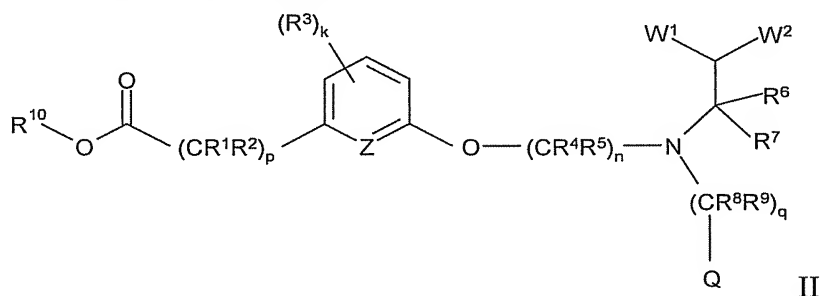
4. (Previously presented): The compound according to claim 1, wherein R¹ and R²
are each H, or one of R¹ or R² is H and the other of R¹ or R² is methyl, ethyl, propyl, butyl, or
sec-butyl, or R¹ and R² are both methyl or ethyl.

5. (Previously presented): The compound according to claim 1, wherein R^{10} is H or C_1-C_4 alkyl.
6. (Previously presented): The compound according to claim 1, wherein Z is CH.
7. (Previously presented): The compound according to claim 1, wherein k is 0 or 1.
8. (Previously presented): The compound according to claim 1, wherein R^3 is selected from halo, C_1-C_4 alkyl and C_1-C_4 alkoxy.
9. (Previously presented): The compound according to claim 1, wherein n is 2-4.
10. (Previously presented): The compound according to claim 1, wherein n is 3.
11. (Previously presented): The compound according to claim 1, wherein q is 1.
12. (Previously presented): The compound according to claim 1, wherein R^6 , R^7 , R^8 and R^9 are each H.
13. (Currently amended): The compound according to claim 1, wherein Q is a substituted phenyl group ~~[[containing]]~~ having one, two, or three substituents independently selected from halo, C_1-C_4 alkoxy and C_1-C_4 alkyl.
14. (Currently amended): The compound according to claim 1, wherein Q is a substituted phenyl group ~~containing one, two, or three~~ having two substituents independently selected from -F, -Cl, -CF₃, -OCH₃, and -CH(CH₃)₂.
15. (Previously presented): The compound according to claim 1, wherein Q is a 2-chloro-3-(trifluoromethyl)phenyl group.
16. (Previously presented): The compound according to claim 1, wherein W^1 and W^2 are each aryl or one of W^1 or W^2 is aryl and the other of W^1 or W^2 is cyclopentyl.

17. (Previously presented): The compound according to claim 1, wherein W^1 and W^2 are each independently selected from unsubstituted cyclopentyl, unsubstituted phenyl and mono-substituted phenyl, where the phenyl is substituted by halo.

18. (Previously presented): The compound according to claim 1, wherein W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl.

19. (Currently amended): A compound of Formula II:



wherein:

Z is CH;

Q is phenyl; wherein said phenyl is optionally unsubstituted or substituted with one or more groups independently selected from halo, cyano, nitro, C_1 - C_6 alkyl, C_3 - C_6 alkenyl, C_3 - C_6 alkynyl, $-C_0$ - C_4 alkyl- CO_2R^{11} , $-C_0$ - C_4 alkyl- $C(O)SR^{11}$, $-C_0$ - C_4 alkyl- $CONR^{12}R^{13}$, $-C_0$ - C_4 alkyl- COR^{14} , $-C_0$ - C_4 alkyl- $NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- SR^{11} , $-C_0$ - C_4 alkyl- OR^{11} , $-C_0$ - C_4 alkyl- SO_3H , $-C_0$ - C_4 alkyl- $SO_2NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- SO_2R^{11} , $-C_0$ - C_4 alkyl- SOR^{14} , $-C_0$ - C_4 alkyl- $OCOR^{14}$, $-C_0$ - C_4 alkyl- $OC(O)NR^{12}R^{13}$, $-C_0$ - C_4 alkyl- $OC(O)OR^{14}$, $-C_0$ - C_4 alkyl- $NR^{12}C(O)OR^{14}$, $-C_0$ - C_4 alkyl- $NR^{12}C(O)NR^{12}R^{13}$, and $-C_0$ - C_4 alkyl- $NR^{12}COR^{14}$, where said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents,

p is 0-4;

k is 0, 1 or 2;

n is 2-4;

q is 0 or 1;

W^1 and W^2 are each independently C_3 - C_6 cycloalkyl or aryl;

each R^1 and R^2 is independently selected from H, C_1 - C_4 alkyl, -OH, -O- C_1 - C_4 alkyl, -SH, and -S- C_1 - C_4 alkyl;

each R^3 is the same or different and is independently selected from halo, cyano, C_1 - C_6 alkyl, - C_0 - C_4 alkyl- $NR^{12}R^{13}$, - C_0 - C_4 alkyl- OR^{11} , - C_0 - C_4 alkyl- $SO_2NR^{12}R^{13}$, and - C_0 - C_4 alkyl- CO_2H , wherein said C_1 - C_6 alkyl is optionally unsubstituted or substituted by one or more halo substituents;

each R^4 and R^5 is independently H or C_1 - C_4 alkyl;

R^6 and R^7 are each independently H or C_1 - C_4 alkyl;

R^8 and R^9 are each independently H or C_1 - C_4 alkyl;

R^{10} is H, C_1 - C_6 alkyl, - C_0 - C_4 alkyl-Ar, or - C_0 - C_4 alkyl- C_3 - C_6 cycloalkyl;

R^{11} is H, C_1 - C_6 alkyl, - C_0 - C_4 alkyl-Ar, or - C_0 - C_4 alkyl- C_3 - C_7 cycloalkyl;

each R^{12} and each R^{13} are independently selected from H, C_1 - C_6 alkyl, - C_0 - C_4 alkyl-Ar, and - C_0 - C_4 alkyl- C_3 - C_7 cycloalkyl; and

R^{14} is C_1 - C_6 alkyl, - C_0 - C_4 alkyl-Ar, or - C_0 - C_4 alkyl- C_3 - C_7 cycloalkyl;

provided that R^{10} is not H or methyl when p is 1 and R^1 and R^2 are each H, k is 0, n is 3 and each R^4 and R^5 are H, q is 1 and R^8 and R^9 are each H, Q is unsubstituted phenyl or 4-methoxyphenyl or 2-chloro-3-trifluoromethyl-phenyl, R^6 and R^7 are each H, W^1 is unsubstituted phenyl and W^2 is unsubstituted phenyl or unsubstituted cyclohexyl; or a pharmaceutically acceptable salt [[or hydrate]] thereof.

20. (Currently amended): The compound according to claim 1, wherein R^4 , R^5 , R^6 , R^7 , R^8 and R^9 are each H; at least one of R^1 or R^2 is methyl, ethyl, propyl butyl or sec-butyl or both of R^1 and R^2 are methyl or ethyl; R^{10} is H or methyl; Q is 2-chloro-3-(trifluoromethyl)phenyl; W^1 and W^2 are both unsubstituted phenyl, or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is cyclopentyl, or W^1 and W^2 are both fluoro-substituted phenyl or one of W^1 or W^2 is unsubstituted phenyl and the other of W^1 or W^2 is chloro-substituted phenyl; Z is CH; p is 0, 1 or 2; n is 3; q is 1; k is 0 or 1 and R^3 is Cl, Br or methyl; or a pharmaceutically acceptable salt [[or hydrate]] thereof.

21. (Currently amended): The compound according to claim 1, wherein R^6 , R^7 , R^8 and R^9 are each H; R^1 and R^2 are each independently H or methyl; at least one R^4 or R^5 is methyl; R^{10} is H or methyl; Q is a substituted phenyl group containing one, two, or three substituents selected from -F, -Cl, - CF_3 , - OCH_3 , and - $CH(CH_3)_2$; W^1 and W^2 are

unsubstituted phenyl; Z is CH; p is 1; n is 3; q is 1; and k is 0; or a pharmaceutically acceptable salt [[or hydrate]] thereof.

Claim 22 (Canceled).

23. (Previously presented): A pharmaceutical composition comprising a compound according to claim 1 and a pharmaceutically acceptable carrier or diluent.

Claims 24-45. (Cancelled).

46. (Withdrawn): A method for increasing reverse cholesterol transport, said method comprising administering a therapeutically effective amount of the compound according to claim 1.

Claims 47-55. (Cancelled).

56. (Withdrawn): A compound according to claim 1 wherein at least one of R⁴, R⁵, R⁶, R⁷, R⁸ or R⁹ is defined as follows:

wherein at least one R⁴ or R⁵ is C₁-C₄ alkyl; or

at least one of R⁶ or R⁷ is C₁-C₄ alkyl; or

both of R⁸ or R⁹ are independently C₁-C₄ alkyl.

57. (Withdrawn): A compound according to claim 1 wherein at least one R⁴ or R⁵ is methyl.

58. (Currently amended, Withdrawn): A compound according to claim 1 wherein:

any one of R⁴ or R⁵ is not H or

any one of R⁶ or R⁷ is not H or

R⁸ and R⁹ are each C₁-C₄ alkyl when

Z is CH or CR³ and k is 0-4;

p is 0-8;

n is 2-8;

q is 0 or 1;

Q is optionally unsubstituted or substituted C₃-C₈ cycloalkyl or phenyl;
W¹ and W² are each independently optionally unsubstituted or substituted C₃-C₈ cycloalkyl or aryl;
each R¹ and R² is independently selected from H, C₁-C₆ alkyl, -OH, -O-C₁-C₆ alkyl, -SH, and -S-C₁-C₆ alkyl;
each R³ is the same or different and is independently selected from halo, cyano, nitro, -CONR¹²R¹³, -COR¹⁴, -SR¹¹, -SO₂R¹¹, -SOR¹⁴, -OCOR¹⁴ and optionally unsubstituted or substituted C₁-C₆ alkyl, C₃-C₆ alkenyl, -C₀-C₆ alkyl-CO₂R¹¹, or -C₀-C₆ alkyl-NR¹²R¹³.

59. (New): A compound according to claim 1, selected from:
(*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid methyl ester,
(*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid hydrochloride salt,
(*S*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid hydrochloride salt,
(*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid methyl ester,
(*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid hydrochloride salt,
(*S*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid hydrochloride salt,
(*R*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid hydrochloride salt,
(*S*)-2-(3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid hydrochloride salt, and
3-{3-[[2-Chloro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-propoxy}-4-methyl-benzoic acid hydrochloride salt.

60. (New): A compound according to claim 1, selected from:
(*R*)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxy-benzyl](2,2-diphenylethyl)amino]-2-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-3-(trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-(trifluoromethyl)-4-fluoro-benzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-1-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chlorobenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethylbenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-(3-trifluoromethyl)benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-trifluoromethyl-4-fluoro-benzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[2-chloro-3,4-dimethoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(*R*)-2-(3-{3-[[3-fluoro-4-methoxybenzyl](2,2-diphenylethyl)amino]-3-methyl-propoxy}-phenyl)acetic acid;

(3-{(*R*)-[(2,2-diphenyl-ethyl)-(4-isopropyl-benzyl)-amino]-methyl-propoxy}-phenyl)-acetic acid;

(3-{3-[[2,2-(bis-(4-fluoro-phenyl)-ethyl)-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)-acetic acid;

(3-{3-[[2,2-(bis-(3-fluoro-phenyl)-ethyl)-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)-acetic acid;

rac-(3-{3-[[2-phenyl-2-(*o*-chloro-phenyl)-ethyl)-(2-chloro-3-(trifluoromethyl)-benzyl)-amino]-propoxy}-phenyl)-acetic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-butyric acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-pentanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-hexanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-4-methyl-pentanoic acid;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid methyl ester;

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-ethyl-butyric acid;

2-(3-{(*R*)-3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-butoxy}-phenyl)-2-methyl-propionic acid;

N-(2-phenyl-2-cyclopentylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-3-(3-carboxymethylenephenoxy)propylamine;

N-(2,2-diphenylethyl)-*N*-(2-chloro-3-trifluoromethylbenzyl)-2,2-dimethyl-3-(3-aminopropoxy)phenylpropionic acid; and

2-(3-{3-[(2-chloro-3-trifluoromethyl-benzyl)-2,2-diphenylethyl-amino]-propoxy}-phenyl)-2-methyl-propionic acid;

or a pharmaceutically acceptable salt thereof.